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PUBLIC SERVICE  
COMMISSION

2000 PNC PLAZA  
500 WEST JEFFERSON STREET  
LOUISVILLE, KY 40202-2828  
MAIN: (502) 333-6000  
FAX: (502) 333-6099  
www.skofirm.com

KENDRICK R. RIGGS  
DIRECT DIAL: (502) 560-4222  
DIRECT FAX: (502) 627-8722  
kendrick.riggs@skofirm.com

September 8, 2008

**VIA HAND DELIVERY**

Stephanie L. Stumbo  
Executive Director  
Kentucky Public Service Commission  
211 Sower Boulevard  
Frankfort, Kentucky 40601

**RE: The Application of Big Rivers Electric Corporation for: (i) Approval of Wholesale Tariff Additions for Big Rivers Electric Corporation, (ii) Approval of Transactions, (iii) Approval to Issue Evidences of Indebtedness, and (iv) Approval of Amendments to Contracts; and of E.ON U.S. LLC, Western Kentucky Energy Corp., and LG&E Energy Marketing, Inc. for Approval of Transactions**  
Case No. 2007-00455

Dear Ms. Stumbo:

Enclosed please find and accept for filing the original and ten copies of the Joint Applicants' September 8, 2008 Supplemental Status Report in the above-referenced matter. Please confirm your receipt of this filing by placing the stamp of your Office with the date received on the enclosed additional copies and return them to me in the enclosed self-addressed stamped envelope.

Should you have any questions please contact me at your convenience.

Yours very truly,

  
Kendrick R. Riggs

KRR:ec

cc: Parties of Record

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**COMMONWEALTH OF KENTUCKY**  
**BEFORE THE PUBLIC SERVICE COMMISSION**

**In the Matter of:**

**THE APPLICATION OF BIG RIVERS )**  
**ELECTRIC CORPORATION FOR )**  
**(I) APPROVAL OF WHOLESALE TARIFF )**  
**ADDITIONS FOR BIG RIVERS ELECTRIC )**  
**CORPORATION; (II) APPROVAL OF )**  
**TRANSACTIONS; (III) APPROVAL TO ISSUE )**  
**EVIDENCES OF INDEBTEDNESS; AND )** CASE NO. 2007-00455  
**(IV) APPROVAL OF AMENDMENTS TO )**  
**CONTRACTS; AND OF E.ON U.S., LLC, )**  
**WESTERN KENTUCKY ENERGY CORP., )**  
**AND LG&E ENERGY MARKETING, )**  
**INC. FOR APPROVAL OF TRANSACTIONS )**

**SEPTEMBER 8, 2008 SUPPLEMENTAL STATUS REPORT**

The Applicants (“Applicants”), Big Rivers Electric Corporation (“Big Rivers”), E.ON U.S. LLC (“E.ON U.S.”), Western Kentucky Energy Corp. (“WKEC”) and LG&E Energy Marketing, Inc. (“LEM,” and collectively with E.ON U.S. and WKEC, the “E.ON Parties”), make this supplemental status report filing, through counsel, to comply with their commitment to do so in their August 29, 2008 Status Report (“Status Report”) in this proceeding.

**Ambac Assurance Corporation Issue**

In the Status Report, Big Rivers and the E.ON Parties reviewed the status of the three outstanding lease and leaseback transactions (“Leveraged Leases”).<sup>1</sup> Certain credit enhancements in the Leveraged Leases are supported by Ambac Assurance Corporation

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<sup>1</sup> On April 18, 2000, Big Rivers consummated five virtually identical lease and leaseback transactions of its ownership interest in (i) D. B. Wilson Unit No. 1 (ii) Plant Robert D. Green Unit 1 and Unit 2; and (iii) the common facilities owned by Big Rivers which are located on the same site as the Green Units, and used in the operation of both Green Units. Approval to enter into the Leveraged Leases was granted by the Commission in its orders of November 24, 1999 and March 29, 2000 in Case No. 99-450, *In the Matter of: Big Rivers Electric Corporation’s Application for Approval of a Leverage Lease of Three Generating Units*. Bank of America Leasing Corporation was the other original equity party to the Leverage Lease transaction and held two of the five Leveraged Leases. As previously reported to the Commission, on June 30, 2008, those two leases were terminated, leaving Phillip Morris Capital Corporation as the only remaining equity party to the Leverage Leased transaction.

("Ambac"). On June 19, Moody's Investor Services, a credit rating service, announced a downgrade of Ambac's credit rating that fell below the minimum credit rating required by the terms of the Leveraged Lease documents ("the Ambac Issue").

As indicated in the Status Report, based upon a number of factors, including timing and the Rural Utilities Service ("RUS") concerns, Big Rivers and the E.ON Parties began working during the week of August 18, 2008 on alternate terms for a solution that, among other things, would be simpler than the first solution proposed by Big Rivers. As of today, Big Rivers, the E.ON Parties and Ambac and have agreed in concept to the cash termination of the three Leverage Leases with Philip Morris Capital Corporation ("PMCC"). RUS has been given the details of the termination plan, and Big Rivers expects to learn the RUS reaction to the plan this week. The smelters have been informed of the termination plan, have reacted positively, but are studying the financial impact of the plan.

The cash termination plan has a number of advantages, including a simplified documenting process that Big Rivers believes will be based upon the documents used to terminate the Bank of America Leasing lease in June of this year. Upon termination of the three Leveraged Leases held by PMCC at the closing of the Unwind Transaction, none of the Leverage Leases will survive; the Ambac Issue will be completely resolved; the parties involved in Big Rivers' credit arrangements solely because of the Leveraged Leases will be removed from those credit arrangements; and a number of issues and documents previously presented to the Commission in this matter will be eliminated.

The parties have identified the agreements necessary to implement this resolution, assigned responsibility for the preparation of the documents, and have begun to circulate the documents for comment and review, including the proposed amendments to the agreements with

the smelter parties and the Transaction Termination Agreement between Big Rivers and the E.ON Parties. The draft documents along with testimony and an amended application and motion requesting leave to amend the application will be filed with the Commission when the documents are substantially complete, including review of and comment by RUS. At that time, Big Rivers and the E.ON Parties will propose a procedural schedule for filing testimony and documents associated with the resolution of the Ambac Issue and the changes to the Unwind Financial Model, and disposition of this case.

A motion to amend the Application, or a supplemental report on the progress made by the Applicants will be filed with the Commission by Monday, September 15, 2008.

#### **Other Issues**

Big Rivers and WKEC continue to work on other closing related items, and have now targeted the closing of the transaction before the end of the year (a change from the November 21, 2008 date given in the Status Report), assuming the agreed conditions precedent to that closing have been satisfied by that date. An update on the progress made toward resolving closing-related items will be provided to the Commission along with the filing presenting the resolution to the Ambac Issue.

Big Rivers and the E.ON Parties will keep the Commission and the parties to this proceeding abreast of the progress of the resolution of the Ambac Issue by e-mail message to the counsel of record.

Should the Commission have any questions at any time about the contents of this Supplemental Report or the status of the transaction, please contact us at your first convenience.

Dated: September 8, 2008

*James M. Miller by permission EKC*

James M. Miller  
Tyson Kamuf  
Sullivan, Mountjoy, Stainback  
& Miller, P.S.C.  
100 St. Ann Street  
P.O. Box 727  
Owensboro, Kentucky 42302-0727  
Telephone No. (270) 926-4000

COUNSEL FOR BIG RIVERS  
ELECTRIC CORPORATION

*Kendrick Riggs by permission EKC*

Kendrick Riggs  
Stoll, Keenon, Ogden PLLC  
2000 PNC Plaza  
500 W. Jefferson Street  
Louisville, Kentucky 40202-2828  
Telephone No. (502) 333-6000

Allyson Sturgeon  
Senior Corporate Counsel  
E.ON U.S. LLC  
220 West Main Street  
Louisville, Kentucky 40202  
Telephone No. (502) 627-2088

COUNSEL FOR E.ON U.S., LLC,  
WESTERN KENTUCKY ENERGY  
CORP. AND LG&E ENERGY  
MARKETING INC.

**CERTIFICATE OF SERVICE**

I hereby certify that a true copy of the foregoing September 8, 2008 Supplemental Status Report was served via U.S. mail, first-class, postage prepaid, this 8th day of September 2008, upon the following persons:

C. William Blackburn  
Big Rivers Electric Corporation  
201 Third Street  
P. O. Box 24  
Henderson, KY 42420

Michael L. Kurtz  
Boehm, Kurtz & Lowry  
36 East Seventh Street  
Suite 1510  
Cincinnati, OH 45202

David Brown  
Stites & Harbison, PLLC  
1800 Providian Center  
400 West Market Street  
Louisville, KY 40202

James M. Miller  
Sullivan, Mountjoy, Stainback & Miller, PSC  
100 St. Ann Street  
P.O. Box 727  
Owensboro, KY 42302-0727

Dennis G. Howard II  
Assistant Attorney General  
Office of the Attorney General  
Office of Rate Intervention  
1024 Capital Center Drive, Suite 200  
Frankfort, KY 40601-8204

Douglas L. Beresford  
George F. Hobday Jr.  
Hogan & Hartson, LLP  
555 Thirteenth Street, N.W.  
Washington, DC 20004-1109

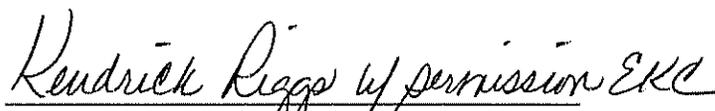
John N. Hughes  
Attorney at Law  
124 West Todd Street  
Frankfort, KY 40601

Melissa D. Yates  
Denton & Keuler, LLP  
555 Jefferson Street  
P. O. Box 929  
Paducah, KY 42002-0929

Frank N. King, Jr.  
Dorsey, King, Gray, Norment & Hopgood  
318 Second Street  
Henderson, KY 42420

Don C. Meade  
Priddy Cutler Miller & Meade  
800 Republic Building  
429 West Muhammad Ali Blvd.  
Louisville, KY 40202

David Brevitz  
Brevitz Consulting Services  
3623 Southwest Wood Valley Terrace  
Topeka, KS 66614

  
Counsel for E.ON U.S. LLC, Western Kentucky  
Energy Corp. and LG&E Energy  
Marketing, Inc.